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**Lanzhou Zhuangyuan Pasture Co., Ltd.\***

**蘭州莊園牧場股份有限公司**

*(a joint stock limited liability company incorporated in the People's Republic of China)*

**(Stock Code: 1533)**

**ANNOUNCEMENT IN RELATION TO**

**1. UNCONDITIONAL CASH OFFER BY  
ELSTONE SECURITIES LIMITED ON BEHALF OF  
LANZHOU ZHUANGYUAN PASTURE CO., LTD.\***

**TO BUY-BACK ALL THE ISSUED H SHARES**

**AT HK\$10.89 PER H SHARE;**

**2. VOLUNTARY WITHDRAWAL OF LISTING OF  
THE H SHARES OF LANZHOU ZHUANGYUAN PASTURE CO., LTD.\*  
ON THE STOCK EXCHANGE OF HONG KONG LIMITED; AND**

**3. LAST DAY OF TRADING**

**Financial Adviser to the Company**



**ELSTONE**

**Elstone Capital Limited**

**Independent Financial Adviser to the Independent H Shareholders**

**VEDA | CAPITAL**

**智略資本**

References are made to (i) the offer document of the Company dated 6 June 2022 (the “**Offer Document**”); (ii) the update announcement of the Company dated 7 June 2022 (the “**Update Announcement**”); (iii) the voluntary announcements of the Company dated 27 June 2022 and 4 July 2022; (iv) the poll results announcement of the Company dated 29 June 2022 in relation to, among other things, the Share Buy-back Offer and the Voluntary Withdrawal of Listing; and (v) the announcement of the Company dated 21 July 2022 in relation to the Share Buy-back Offer having become unconditional in all respects. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Offer Document and the Update Announcement.

## **WITHDRAWAL OF LISTING OF THE H SHARES AND LAST DAY OF TRADING**

The Stock Exchange has approved the withdrawal of listing of the H Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. The last day of trading in the H Shares on the Stock Exchange will be on Monday, 15 August 2022 and the listing of the H Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Tuesday, 30 August 2022. H Shareholders will be notified by way of an announcement of results of the Share Buy-back Offer on Thursday, 18 August 2022, being the Final Closing Date.

## **EXPECTED TIMETABLE**

The expected timetable, as reproduced from the Offer Document, is set out below which is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Company as soon as possible. Unless otherwise expressly stated, all references to dates and times contained in this announcement refer to Hong Kong dates and times.

<b>Event</b>	<b>Time and Date</b>
Last day of trading in the H Shares on the Stock Exchange . . . . .	15 August 2022
Final Closing Date <sup>(Note 1)</sup> . . . . .	18 August 2022
Latest time for the Share Buy-back Offer remaining opened for acceptance on the Final Closing Date and the closing of the Share Buy-back Offer <sup>(Note 1)</sup> . . . . .	4:00 p.m. on 18 August 2022
Announcement of the results of the Share Buy-back Offer on the Final Closing Date . . . . .	By 7:00 p.m. on 18 August 2022
Latest date for posting of remittances for the amounts due under the Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the Share Buy-back Offer on the Final Closing Date. . . . .	29 August 2022
Withdrawal of listing of the H Shares from the Stock Exchange becoming effective. . . . .	9:00 a.m. on 30 August 2022

*Note:*

1. In compliance with the note to Rule 2.2 and Rule 15.3 of the Takeovers Code, the Share Buy-back Offer will remain open for acceptance for 28 days which is a longer period than normally required by Rule 15.3 of the Takeovers Code after it has been declared unconditional in all respects. At least 14 days' notice in writing must be given before the Share Buy-back Offer is closed to the H Shareholders who have not yet accepted the Share Buy-back Offer. Hence, the latest time to receive acceptances under the Share Buy-back Offer will be 4:00 p.m. on 18 August 2022.

\* *As the Share Buy-back Offer has become unconditional in all respects, such offer will be open for acceptance for 28 days until the Final Closing Date, and Independent H Shareholders will be able to accept such offer by the Final Closing Date (or the corresponding internal deadline set by your nominee agents if your H Share(s) has/have been lodged with your licensed securities dealer or other registered dealer in securities or custodian bank through CCASS).*

## **NO RIGHT OF COMPULSORY ACQUISITION**

**The Company has no rights under the laws of the PRC and the Articles of Association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the Share Buy-back Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the Share Buy-back Offer and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code (depending on whether it remains as a public company in Hong Kong under the Takeovers Code) after the completion of the Share Buy-back Offer, and the rights of Independent H Shareholders to certain information of the Company will be reduced.**

The copy of this announcement will be posted to the Independent H Shareholders.

By Order of the Board  
**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
蘭州莊園牧場股份有限公司  
**Yao Gexian**  
Chairman

Lanzhou, the PRC, 3 August 2022

*As at the date of this announcement, the Board of the Company comprises the non-independent directors of the Company are Mr. Yao Gexian, Mr. Lian Enzhong, Mr. Zhang Yu, Mr. Yang Yi, Mr. Ma Hongfu and Ms. Zhang Qianyu; and the independent directors of the Company are Mr. Wang Haipeng, Mr. Zhang Yubao and Mr. Sun Jian.*

*All the directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

\* *For identification purposes only*